

ORDINANCE NUMBER O- **21166** (NEW SERIES)DATE OF FINAL PASSAGE **JAN 08 2020**

AN ORDINANCE OF THE COUNCIL OF THE CITY OF SAN DIEGO (I) APPROVING THE FORMS AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE (A) SUPPLEMENTAL INDENTURES, (B) SUPPLEMENTS TO MASTER INSTALLMENT PURCHASE AGREEMENT, (C) ASSIGNMENT AGREEMENTS, AND (D) CONTINUING DISCLOSURE CERTIFICATES; (II) APPROVING AND AUTHORIZING THE ISSUANCE AND SALE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF ONE OR MORE SERIES OF ITS WATER REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$350,000,000 TO AMONG OTHER THINGS (A) REFUND ALL OR A PORTION OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO, SUBORDINATED WATER REVENUE REFUNDING BONDS, SERIES 2012A TO ACHIEVE SAVINGS, AND (B) FINANCE AND/OR REFINANCE ADDITIONAL CAPITAL IMPROVEMENTS TO THE WATER SYSTEM, INCLUDING BY PAYING CERTAIN SUBORDINATED WATER REVENUE COMMERCIAL PAPER NOTES OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO; AND (III) APPROVING CERTAIN OTHER AGREEMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, Article 1 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California authorizes and empowers local agencies to form a joint powers authority, separate and apart from the contracting parties, and Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (known as the Marks-Roos Local Bond Pooling Act of 1985) authorizes and empowers such an authority to issue bonds for the purpose of financing public capital improvements, working capital, liability and other insurance needs, or projects whenever there are significant public benefits to local agencies; and

WHEREAS, the City of San Diego, California (City), and the Redevelopment Agency of the City of San Diego entered into a Joint Exercise of Powers Agreement, dated as of May 14, 1991, as amended and restated as of January 11, 1999, and as again amended and restated on October 29, 2002, and as again amended and restated as of January 1, 2013 to include the Housing Authority of the City of San Diego (Housing Authority) as a member, establishing the Public Facilities Financing Authority of the City of San Diego (Authority), a California joint exercise of powers authority duly organized to provide financial assistance to the City; and

WHEREAS, the San Diego Facilities and Equipment Leasing Corporation (Corporation) is a nonprofit public benefit corporation duly organized and existing under and by virtue of the laws of the State of California that was incorporated to provide financial assistance to the City; and

WHEREAS, in order to effectuate the acquisition, construction, installation, and improvement of the City's water system (Water System), the City caused the execution and delivery of San Diego Facilities and Equipment Leasing Corporation Certificates of Undivided Interest (In Installment Payments Payable from the Net System Revenues of the Water Utility Fund of the City of San Diego, California) Series 1998 evidencing an aggregate principal amount of \$385,000,000 (1998 Certificates), and the Corporation agreed to sell components of the Water System financed with the proceeds of the 1998 Certificates to the City pursuant to a Master Installment Purchase Agreement, dated as of August 1, 1998, by and between the Corporation and the City, as subsequently amended and supplemented from time to time (Original Installment Purchase Agreement), the amendments to which have previously been approved by this City Council of the City (Council) and consented to by the Credit Providers (as defined in the Original Installment Purchase Agreement); and

WHEREAS, to refund a portion of the 1998 Certificates (the entirety of which 1998 Certificates have since been prepaid and refunded) and to finance the acquisition, construction and installation of additional improvements to the Water System, the Authority issued \$286,945,000 aggregate principal amount of Public Facilities Financing Authority of the City of San Diego, Subordinated Water Revenue Bonds, Series 2002 (Payable Solely From Subordinated Installment Payments Secured By Net System Revenues of the Water Utility Fund) (2002 Water Revenue Bonds); and

WHEREAS, to refund a portion of the 2002 Water Revenue Bonds (the entirety of which 2002 Water Revenue Bonds have since been prepaid and refunded) and to finance the acquisition, construction and installation of additional improvements to the Water System, the Authority issued \$188,610,000 aggregate principal amount of Public Facilities Financing Authority of the City of San Diego, Subordinated Water Revenue Bonds, Refunding Series 2012A (Payable Solely From Subordinated Installment Payments Secured By Net System Revenues of the Water Utility Fund) (2012A Water Revenue Bonds); and

WHEREAS, in order to provide for the payment of the 1998 Certificates, the 2002 Water Revenue Bonds, and the 2012A Water Revenue Bonds, the City and the Corporation entered into supplements to the Original Installment Purchase Agreement; and

WHEREAS, to consolidate, clarify, and update the Original Installment Purchase Agreement, as amended and supplemented, the City and the Corporation entered into an Amended and Restated Master Installment Purchase Agreement, dated as of January 1, 2009, by and between the Corporation and the City (Installment Purchase Agreement); and

WHEREAS, in order to effect the design, acquisition, construction and installation of improvements (Projects) to the Water System, the Corporation sold components of the Water

System improvement project to the City pursuant to an Amended and Restated Master Installment Purchase Agreement, dated as of January 1, 2009, as supplemented by a 2009A Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of January 1, 2009, a 2009B Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of June 1, 2009, a 2010A Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of June 1, 2010, a 2012A Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of April 1, 2012, a 2016 Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of June 1, 2016, a 2017 Commercial Paper Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of January 1, 2017, as amended by the First Amendment to Amended and Restated Master Installment Purchase Agreement, dated as of November 14, 2018, and a 2018 Supplement to Amended and Restated Master Installment Purchase Agreement, dated as of December 1, 2018, and as may be subsequently supplemented from time to time (collectively, the Installment Purchase Agreement), each by and between the City and the Corporation, pursuant to which the Corporation has agreed to sell certain improvements and additions (comprised of various components, each, a Component) to the Water System and the City has agreed from time to time to purchase certain Components as specified in certain supplements to the Installment Purchase Agreement; and

WHEREAS, in connection with the execution and delivery of each prior supplement, the Authority issued various series of water revenue bonds and commercial paper notes under an Indenture, dated as of January 1, 2009, as supplemented and amended by the First Supplemental Indenture, dated as of June 1, 2009, the Second Supplemental Indenture, dated as of June 1, 2010, the Third Supplemental Indenture, dated as of April 1, 2012, the Fourth Supplemental

Indenture, dated as of June 1, 2016, the Fifth Supplemental Indenture, dated as of January 1, 2017, and the Sixth Supplemental Indenture, dated as of December 1, 2018 (as amended and supplemented, the Indenture), each by and between the Authority and U.S. Bank National Association, or any successor or substitute trust company or bank having trust powers, as trustee (Trustee), each with an appropriate series, lien, and purpose designation (as currently outstanding, the Outstanding Parity Water Revenue Bonds and Outstanding Subordinated Water Revenue Bonds, each as defined in the Indenture); and

WHEREAS, the City has installment purchase obligations in connection with water revenue bonds, loans and commercial paper notes. As of December 1, 2019, there is \$814.7 million outstanding in water revenue bonds, \$79.5 million in Drinking Water State Revolving Fund loans, and \$77.5 million in the Subordinated Water Revenue Commercial Paper Notes, Series A (Payable Solely from Subordinated Installment Payments Secured by Net System Revenues of the Water Utility Fund) (the Series A Commercial Paper Notes) and the Subordinated Water Revenue Commercial Paper Notes, Series B (Payable Solely from Subordinated Installment Payments Secured by Net System Revenues of the Water Utility Fund) (the Series B Commercial Paper Notes and, together with the Series A Commercial Paper Notes collectively the Commercial Paper Notes); and

WHEREAS, from time to time there exist interest rate environments that create savings opportunities through, among other things, the refunding of all or a portion of the outstanding 2012A Water Revenue Bonds (such 2012A Water Revenue Bonds to be refunded, Refunded 2012A Water Revenue Bonds); and

WHEREAS, the City desires to effect, from time to time, the refunding, on an advanced refunding or current refunding basis, of the Refunded 2012A Water Revenue Bonds, through one

or more issuances by the Authority of one or more series of its water revenue bonds (each such water revenue bonds, Authorized Water Revenue Refunding Bonds), as opportunities are presented to lower financing costs, if economical or otherwise on terms beneficial to the City and its residents; and

WHEREAS, the City issued the Commercial Paper Notes to initially finance various Projects with the expectation that the Commercial Paper Notes would be paid, in whole or in part, with the proceeds of water revenue bonds (the water revenue bonds issued to pay such Commercial Paper Notes and/or finance Projects, the Authorized Water Revenue Bonds); and

WHEREAS, this Council finds it prudent to be ready to act quickly to refund the Refunded 2012A Water Revenue Bonds at such times as the interest rate market will provide savings and to pay, in whole or in part, the Commercial Paper Notes, to provide the necessary capacity to initially finance various other Projects and/or to initially finance various other Projects by approving at this time the necessary documents and the issuance of one or more series of Authorized Water Revenue Refunding Bonds or Authorized Water Revenue Bonds, as the case may be; and

WHEREAS, to provide continuity with its Outstanding Parity Water Revenue Bonds and Outstanding Subordinated Water Revenue Bonds, the City has determined to cause the issuance of the herein described water revenue bonds under the Indenture and provide for payment thereof from installment payments under the Installment Purchase Agreement; and

WHEREAS, the City has determined to approve and request that the Authority authorize and approve one or more series of senior or subordinate water revenue bonds payable from Installment Payments or Subordinated Installment Payments secured by Net System Revenues of the Water Utility Fund as specified in one or more Supplements to the Installment Purchase

Agreement to, among other things, refund, on an advanced refunding or current refunding basis, all or a portion of the Refunded 2012A Water Revenue Bonds, finance and/or refinance additional capital improvements to the Water System and pay, in whole or in part, the Commercial Paper Notes, on terms beneficial to the City and its residents; and

WHEREAS, the Installment Purchase Agreement, as amended, provides that each Supplement shall specify either a senior or subordinate pledge of Net System Revenues (as defined in the Installment Purchase Agreement) and this Ordinance will authorize the execution and delivery of one or more Supplements in conjunction with one or more issuances of senior or subordinate water revenue bonds, in one or more series and on one or more sale dates, as any of the Mayor of the City, the Chief Operating officer of the City, the Chief Financial Officer of the City and each of them or any of their respective designees (each, an Authorized Signatory) may determine to be necessary or desirable and approve as being in the best interests of the City; and

WHEREAS, the Indenture provides that each Supplemental Indenture shall specify the issuance of Parity Water Revenue Bonds or Subordinated Water Revenue Bonds, each as defined in the Indenture, secured by and payable from Net System Revenues secured, respectively, by either a senior or subordinate pledge of Net System Revenues (as defined in the Installment Purchase Agreement) and this Ordinance will authorize the execution and delivery of one or more Supplemental Indentures in conjunction with one or more issuances of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, for new money and/or refunding purposes in one or more series and on one or more sale dates, as any Authorized Signatory shall determine to be necessary or desirable and approve as being in the best interests of the City; and

WHEREAS, to provide for the payment of the Authorized Water Revenue Refunding Bonds or Authorized Water Revenue Bonds, as the case may be, as described in this Ordinance, the City and the Corporation will provide for installment payments by entering into one or more new Supplements to the Installment Purchase Agreement; and

WHEREAS, to facilitate the proposed financing, the Corporation, as assignor, will execute an assignment agreement respecting the above-described Supplements to the Installment Purchase Agreement, pursuant to which the Corporation will assign all of its right, title and interest in and to the Supplements to the Authority, as assignee; and

WHEREAS, in accordance with section 1.150-2 of the United States Treasury Regulations, the City has declared its reasonable intent to reimburse costs, if any, of certain Components with the proceeds of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, incurred prior to the date of issuance thereof; and

WHEREAS, pursuant to the San Diego Municipal Code, including section 22.4108 (as amended by Ordinance No. O-19320), the Disclosure Practices Working Group (DPWG) is required to review disclosure documents of the City and related entities, and DPWG is required to review and approve a proposed form of Preliminary Official Statement for the Water Revenue Bonds (Preliminary Official Statement), for each such series and issuance, in accordance with the applicable Disclosure Controls and Procedures; and

WHEREAS, pursuant to section 90.1 of the San Diego City Charter (Charter), the Council may authorize the issuance of revenue bonds by a two-thirds vote of the members of the Council provided the bonds are not secured by or payable from the general fund or any fund other than an enterprise fund and that the purpose of the bond issue is to provide for the

construction, reconstruction or replacement of water facilities, wastewater facilities, or stormwater facilities, all such revenue bonds to be issued and sold in accordance with state law or any procedure established by ordinance; and

WHEREAS, Charter section 90.1 is inapplicable because the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, will be issued by the Authority, not the City; and

WHEREAS, under Charter section 99, no contract, agreement or obligation where the City incurs debt extending for a period of more than five years may be authorized except by ordinance adopted by a two-thirds majority vote of the Council; and

WHEREAS, there has been presented to this meeting the following documents, forms of which will relate to each issuance of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be:

a. A proposed form of Supplemental Indenture (Supplemental Indenture), by and between the Authority and U.S. Bank National Association, as trustee, a copy of which Supplemental Indenture is on file in the Office of the City Clerk as Document No. **00-21166-1** under which Supplemental Indenture the Authority will issue any Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be; and

b. A proposed form of Supplement to Amended and Restated Master Installment Purchase Agreement (Supplement), by and between the City and the Corporation, a copy of which Supplement is on file in the Office of the City Clerk as

Document No. O~~0-21166~~⁻² supplementing the Installment Purchase Agreement, under which Supplement the City will make installment payments to the Corporation; and

c. A proposed form of Assignment Agreement (Assignment Agreement), by and between the Corporation, as assignor, and the Authority, as assignee, a copy of which Assignment Agreement is on file in the Office of the City Clerk as Document No.

O~~0-21166~~⁻³ under which Assignment Agreement the Corporation will assign all of its right, title, and interest in and to the Supplement to the Authority to support the payment of debt service on Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be; and

d. A proposed form of Continuing Disclosure Certificate (Continuing Disclosure Certificate), to be signed by the City, a copy of which, Continuing Disclosure Certificate is on file in the Office of the City Clerk as Document No. O~~0-21166~~⁻⁴ under which Continuing Disclosure Certificate the City will comply with the provisions of Rule 15c2-12 promulgated by the Securities and Exchange Commission, as amended (Rule) in connection with the issuance of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be (the documents described in paragraphs a. through d. are collectively referred to as the Financing Documents); and

WHEREAS, the City is authorized to undertake the actions described in this Ordinance pursuant to its Charter and the Constitution and applicable laws of the State of California; NOW, THEREFORE,

BE IT ORDAINED by the Council, as follows:

Section 1. The Council hereby finds and determines that the statements set forth above in the recitals to this Ordinance are true and correct.

Section 2. The Council hereby finds that it is in the best interests of the City, to refund, on an advanced refunding basis, the Refunded 2012A Water Revenue Bonds through one or more issuances by the Authority of one or more series of Authorized Water Revenue Refunding Bonds pursuant to one or more Supplemental Indentures, which Authorized Water Revenue Refunding Bonds will be payable from installment payments made by the City in accordance with one or more Supplements; and that the refunding of all or a portion of the Refunded 2012A Water Revenue Bonds shall be effected through the issuance and sale of the Authorized Water Revenue Refunding Bonds, so long as such refunding demonstrates an aggregate net present value debt service savings of no less than four percent (4.0%) of the principal amount of such portion of Refunded 2012A Water Revenue Bonds, as calculated by the City's Municipal Advisor.

Section 3. The Council hereby finds that it is in the best interests of the City, to refund, on a current refunding basis, the Refunded 2012A Water Revenue Bonds through one or more issuances by the Authority of one or more series of Authorized Water Revenue Refunding Bonds pursuant to one or more Supplemental Indentures, which Authorized Water Revenue Refunding Bonds will be payable from installment payments made by the City in accordance with one or more Supplements; and that the refunding of all or a portion of the Refunded 2012A Water Revenue Bonds shall be effected through the issuance and sale of the Authorized Water Revenue Refunding Bonds, so long as such redemption occurs within ninety (90) days of the issuance of such Authorized Water Revenue Refunding Bonds and such refunding demonstrates

net aggregate present value debt service savings of no less than three percent (3.0%) of the principal amount of such portion of Refunded 2012A Water Revenue Bonds, as calculated by the City's Municipal Advisor.

Section 4. The Council hereby finds that it is in the best interests of the City, to pay, in whole or in part, the Commercial Paper Notes and/or to otherwise finance and/or refinance Projects through one or more issuances by the Authority of one or more series of Authorized Water Revenue Bonds pursuant to one or more Supplemental Indentures, which Authorized Water Revenue Bonds will be payable from installment payments made by the City in accordance with one or more Supplements.

Section 5. The City hereby authorizes and approves and requests the Authority authorize and approve the issuance of its Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, in an aggregate principal amount not to exceed \$350,000,000 by competitive or negotiated sale to provide funds for, among other things, (a) the refunding, on an advanced refunding or current refunding basis, of all or a portion of the Refunded 2012A Water Revenue Bonds, through the issuance and sale by the Authority of one or more series of Authorized Water Revenue Refunding Bonds; (b) the financing and/or refinancing of Projects, including paying the Commercial Paper Notes previously issued to finance Projects, through the issuance and sale by the Authority of one or more series of Authorized Water Revenue Bonds in an aggregate amount not to exceed \$250,000,000; and (c) paying costs of issuance incurred in connection with the issuance of any Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, by public offering; provided that as to each such issuance (i) the true interest cost with respect to the issuance and sale by the Authority of the Authorized Water Revenue Bonds does not to exceed

5.5% and (ii) there shall first be presented to the Disclosure Practices Working Group and the Council for approval a form of Preliminary Official Statement for each such series and issuance.

Section 6. The form and content of the form of Supplemental Indenture submitted to this meeting, a copy of which Supplemental Indenture is on file in the Office of the City Clerk as Document No. ~~O-021166~~¹ and the execution, delivery and performance thereof by the Authority are hereby approved. The Authorized Signatories are each hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to execute and deliver any requested certificate or instrument evidencing the City's approval of the Supplemental Indenture and each such Supplemental Indenture, and to be bound by certain provisions of the Supplemental Indenture, and the Authority is hereby requested to execute and deliver one or more Supplemental Indentures in conjunction with one or more issuances of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, in one or more series, substantially in the form presented to this meeting, with such additions, changes and amendments therein as any Authorized Signatory shall determine are necessary or desirable and approve as being in the best interests of the City, and as approved as to form by the City Attorney or her specified designee, and with such other changes that may be required by Polsinelli LLP, Bond Counsel to the City (Bond Counsel), such approval to be conclusively evidenced by the execution and delivery thereof. Each such issuance and each Supplemental Indenture shall specify either a senior or subordinate pledge of Net System Revenues (as defined in the Installment Purchase Agreement).

Section 7. The form and content of the form of Supplement, by and between the City and the Corporation, a copy of which Supplement is on file in the Office of the City Clerk as Document No. ~~O-021166~~² and submitted to this meeting, is hereby approved. The

Authorized Signatories are each hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to execute and deliver one or more Supplements, and the Corporation is hereby requested to execute and deliver such Supplements, in conjunction with one or more issuances of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, in one or more series, substantially in the form submitted to this meeting, and the City Clerk is authorized to attest thereto, with such additions, changes and amendments therein as any Authorized Signatory shall determine are necessary or desirable and approve as being in the best interests of the City, and as approved as to form by the City Attorney or her specified designee, and with such other changes that may be required by Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof. If applicable, each Supplement shall specify a senior or subordinate pledge of Net System Revenues (as defined in the Installment Purchase Agreement).

Section 8. The form and content of the form of Assignment Agreement submitted to this meeting, a copy of which Assignment Agreement is on file in the Office of the City Clerk as Document No. ~~0021166~~⁻³, and the assignment by the Corporation of the City's obligations under the related Supplement to the Authority, is hereby approved. The Authorized Signatories are each hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to execute and deliver any requested certificate or instrument evidencing the City's approval of the Assignment Agreement, and each such Assignment Agreement and each of the Authority and the Corporation is hereby requested to execute and deliver one or more forms of the Assignment Agreement, in conjunction with one or more issuances of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, in one or more series, substantially in the form presented to

this meeting, with such additions, changes and amendments therein, as any Authorized Signatory shall determine are necessary or desirable and approve as being in the best interests of the City, and as approved as to form by the City Attorney or her specified designee, and with such other changes that may be required by Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 9. The City hereby acknowledges that the obligation of the City to make Installment Payments to the Authority, in accordance with any Supplement and Assignment Agreement shall be a limited obligation of the City payable solely from Net System Revenues (as defined in the Installment Purchase Agreement) and other funds provided for under the Supplement and any Supplemental Indenture and does not constitute a debt of the City or of the State of California or of any political subdivision thereof within the meaning of any constitutional or statutory debt limitation or restriction.

Section 10. The anticipated source of revenues for payment of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, are the Installment Payments (as defined in the Supplement) and the other funds provided for under the Supplement and the Supplemental Indenture. The pledge of and the right of payment for the Net System Revenues that secures the Installment Payments may be (i) on parity with Parity Obligations (as defined in the Installment Purchase Agreement) and senior to any Subordinated Obligations (as defined in the Installment Purchase Agreement); or (ii) subordinate to, and if subordinate any such payments may only be made after the satisfaction on an annual basis of, the Parity Obligations (as defined in the Installment Purchase Agreement) and on parity with the payment of the other Subordinated Obligations (as defined in the Installment Purchase Agreement).

Section 11. The form and content of the form of Continuing Disclosure Certificate, a copy of which is on file in the Office of the City Clerk as Document No. ~~0021166~~⁻¹ and submitted to this meeting, is hereby approved. In connection with the public offering of any series of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, each Authorized Signatory is hereby authorized, and any one of the Authorized Signatory is hereby directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Disclosure Certificate, and the City Clerk is authorized to attest thereto, with such additions, changes and amendments therein as any Authorized Signatory shall determine are necessary or desirable and approve as being in the best interests of the City, and as approved as to form by the City Attorney or her specified designee, and with such other changes as are required by Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 12. All actions heretofore taken by any officers, employees, or agents of the City with respect to the issuance, delivery, or sale of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, are hereby approved, confirmed and ratified; and the Chief Operating Officer of the City, the Chief Financial Officer of the City, the City Attorney and any such other officers, employees, or agents of the City as may be authorized by the Mayor of the City, the Chief Operating Officer of the City or the Chief Financial Officer of the City are hereby authorized and directed, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including, without limitation, pay necessary and appropriate fees and expenses, and execute and deliver any and all certificates, agreements and other documents which they, or any of them, may deem necessary or desirable to consummate the transactions evidenced by the Financing Documents referenced

herein in accordance with this Ordinance and the Financing Documents approved herein and other documents authorized by this Ordinance, including, without limitation, payment of necessary and appropriate fees and expenses of bond counsel, disclosure counsel, municipal advisor and other professionals retained by the City, and execute and deliver any and all certificates, agreements and other documents (including, but not limited to, the tax compliance certificate) at the time of their original issuance and/or execution which they, or any of them, may deem necessary or advisable to consummate the transactions evidenced by the Financing Documents referenced herein in accordance with this Ordinance. In addition, any Authorized Signatory, in consultation with the Chief Financial Officer of the City, is hereby specifically authorized to approve additions, changes and amendments to the Financing Documents authorized by this Ordinance (including, but not limited to: the timing of any sale determining to sell any Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be; selling the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, at competitive or negotiated sale; establishing the lien structure for the installment payments securing a series of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be; designating the series name for any Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be; and establishing the redemption provisions of each series of any Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, if in each case believed by the Chief Operating Officer of the City or the Chief Financial Officer of the City, with the advice of the City's municipal advisor for the applicable series of Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, to be in the best interest of the City in light of market conditions, such

determination to be conclusively evidenced by the execution and delivery of the Financing Documents authorized by this Ordinance by the City), as any Authorized Signatory shall determine are necessary or desirable and shall require or approve and that such Authorized Signatory believes to be in the best interests of the City, such determination shall be conclusively evidenced by the execution and delivery of such Financing Documents by the City; and provided further that no such addition, change or amendment may be inconsistent with the limitations set forth in Sections 2 and 3 hereof. Such other officials, employees, and agents of the City as may be authorized by any Authorized Signatory are hereby are each authorized, and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be, and the Financing Documents and other documents authorized by this Ordinance, the transactions authorized hereby and evidenced by the Financings Documents and the disbursement of proceeds thereof in accordance with this Ordinance.


Section 13. The Authorized Signatories are each hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to take all actions and execute any and all documents necessary or advisable to identify Projects of the Water System to be financed or refinanced, and to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate, carry out, give effect to and comply with the terms and intent of this Ordinance and the consummation of the transactions contemplated hereby.

Section 14. This Ordinance is subject to the provisions of the San Diego Municipal Code and the Charter. Subject to those provisions, this Ordinance shall take effect and be in force on the thirtieth (30th) day from and after the date of its final passage and, prior to the expiration of fifteen (15) days from the final passage hereof, the City Clerk or her specified designee shall cause this Ordinance to be published at least once in a newspaper of general circulation, published in accordance with Charter section 18.

Section 15. The Chief Financial Officer is authorized to establish one or more special interest-bearing account(s) to deposit proceeds from the Authorized Water Revenue Refunding Bonds and/or Authorized Water Revenue Bonds, as the case may be.

Section 16. A full reading of this Ordinance is dispensed with prior to its final passage, a written or printed copy having been available to the Council and the public prior to the day of its final passage.

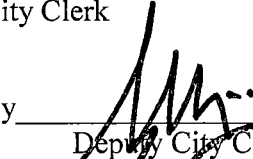

APPROVED: MARA W. ELLIOTT, City Attorney

By 
Bret A. Bartolotta
Deputy City Attorney

BAB:jdf
12/2/2019
Or.Dept: Debt Management
Doc. No.: 2234989

I hereby certify that the foregoing Ordinance was passed by the Council of the City of San Diego, at this meeting of JAN 07 2020.

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

KEVIN L. FAULCONER, Mayor

Approved: 1/8/2020
(date)

Vetoed: _____
(date)

KEVIN L. FAULCONER, Mayor

Passed by the Council of The City of San Diego on JAN 07 2020, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Ward	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gómez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage JAN 08 2020.

AUTHENTICATED BY:

(Seal)

KEVIN L. FAULCONER

Mayor of The City of San Diego, California.

ELIZABETH S. MALAND

City Clerk of The City of San Diego, California.

By , Deputy

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on

DEC 17 2019

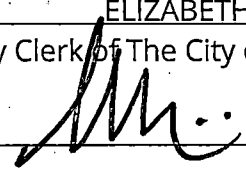
, and on JAN 08 2020.

I FURTHER CERTIFY that said ordinance was read in full prior to passage or that such reading was dispensed with by a vote of five members of the Council, and that a written copy of the ordinance was made available to each member of the Council and the public prior to the day of its passage.

(Seal)

ELIZABETH S. MALAND

City Clerk of The City of San Diego, California.

By , Deputy

Office of the City Clerk, San Diego, California

Ordinance Number O- 21166